

B1 (Official Form 1)(1/08)

United States Bankruptcy Court  
District of Minnesota

## Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Genmar Holdings, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 41-1778106	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 2900 IDS Center 80 S 8th Street Minneapolis, MN	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 55402	ZIP Code
County of Residence or of the Principal Place of Business: Hennepin	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):	

Type of Debtor (Form of Organization) (Check one box)	Nature of Business (Check one box)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)	
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i>	<input type="checkbox"/> Health Care Business	<input type="checkbox"/> Chapter 7	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding
<input checked="" type="checkbox"/> Corporation (includes LLC and LLP)	<input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)	<input checked="" type="checkbox"/> Chapter 11	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<input type="checkbox"/> Partnership	<input type="checkbox"/> Railroad	<input type="checkbox"/> Chapter 12	
<input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<input type="checkbox"/> Stockbroker	<input type="checkbox"/> Chapter 13	
	<input type="checkbox"/> Commodity Broker		
	<input type="checkbox"/> Clearing Bank		
	<input type="checkbox"/> Other		
	TAX-EXEMPT ENTITY (Check box, if applicable)		
	<input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		
		Nature of Debts (Check one box)	
		<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."	<input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box)	Check one box: Chapter 11 Debtors
<input checked="" type="checkbox"/> Full Filing Fee attached	<input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
<input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.	<input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).
<input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.
	Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information *** James L. Baillie 3980 ***	THIS SPACE IS FOR COURT USE ONLY
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.	
<input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	
Estimated Number of Creditors	
<input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
Estimated Assets	
<input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities	
<input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

B1 (Official Form 1)(1/08)

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Genmar Holdings, Inc.
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)		
Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)		
Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:
<b>Exhibit A</b>		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).
<input type="checkbox"/> Exhibit A is attached and made a part of this petition. 		<b>X</b> Signature of Attorney for Debtor(s) _____ (Date) _____
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.		
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.		
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box) <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</li> <li><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</li> <li><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</li> </ul>		
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes) <ul style="list-style-type: none"> <li><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <ul style="list-style-type: none"> <li>_____ (Name of landlord that obtained judgment)</li> <li>_____ (Address of landlord)</li> </ul> </li> <li><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</li> <li><input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</li> <li><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</li> </ul>		

B1 (Official Form 1)(1/08)

**Voluntary Petition**

(This page must be completed and filed in every case)

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X**

Signature of Debtor

**X**

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

**Signature of Attorney\*****X** /s/ James L. Baillie

Signature of Attorney for Debtor(s)

James L. Baillie 3980

Printed Name of Attorney for Debtor(s)

Fredrikson & Byron, P.A.

Firm Name

200 South Sixth St  
Suite 4000  
Minneapolis, MN 55402

Address

612.492.7000 Fax: 612.492.7077

Telephone Number

June 1, 2009

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** /s/ Roger R. Cloutier, II

Signature of Authorized Individual

Roger R. Cloutier, II

Printed Name of Authorized Individual

President and COO

Title of Authorized Individual

June 1, 2009

Date

Name of Debtor(s):  
Genmar Holdings, Inc.**Signatures****Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X**

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

**X**

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person,or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

**Form 1008-1 - Proof Of Authority To Sign And File Petition**

**United States Bankruptcy Court  
District of Minnesota**

In re Genmar Holdings, Inc.

Debtor(s)

Case No.

Chapter

11

**STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION**

I, Roger R. Cloutier, II, declare under penalty of perjury that I am the President and COO of Genmar Holdings, Inc., ("Company") a Delaware corporation and that on May 29, 2009 the following resolution was duly adopted by the Board of Directors of this corporation:

**"Whereas**, it is in the best interest of the Company to file a voluntary petition in the United States Bankruptcy Court for the District of Minnesota pursuant to Chapter 11 of Title 11 of the United States Code;

**Be It Therefore Resolved**, that any one of the executive officers of the Company is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Company; and

**Be It Further Resolved**, that any one of the executive officers of the Company is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with each such bankruptcy case; and

**Be It Further Resolved**, that any one of the executive officers of the Company is authorized and directed to employ the law firm of Fredrikson & Byron, P.A. to represent the Company in such bankruptcy case; and

**Be It Further Resolved**, that any action taken prior to the effective date of these Minutes by the officers of the Company, or any of them, and other persons appointed to act on the Company's behalf in connection with the foregoing resolutions, are hereby ratified, confirmed and approved by the Company."

Date May 29, 2009

Signature /s/ Roger R. Cloutier, II

Roger R. Cloutier, II

President and COO

**LOCAL RULE REFERENCE: 1008-1**

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
District of Minnesota**

In re Genmar Holdings, Inc.

Debtor(s)

Case No.

Chapter

11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Maslon, Edelman, Borman, Brand LLP 90 SOUTH SEVENTH STREET MINNEAPOLIS, MN 55402	Jerome Simon Maslon, Edelman, Borman, Brand 90 SOUTH SEVENTH STREET MINNEAPOLIS, MN 55402 612-672-8200	Goods and or/Services		186,690.00
Merchant & Gould 80 SOUTH EIGHTH STREET 3200 IDS CENTER MINNEAPOLIS, MN 55402	Jarett Millar Merchant & Gould 80 SOUTH EIGHTH STREET 3200 IDS CENTER MINNEAPOLIS, MN 55402 612-332-5300	Goods and or/Services		155,842.00
Varnum Riddering Schmidt Howle 333 BRIDGE ST NW 1300 GRAND RAPIDS, MI 49504	Credit Manager Varnum Riddering Schmidt Howle 333 BRIDGE ST NW 1300 GRAND RAPIDS, MI 49504 616-336-6578	Goods and or/Services		154,182.00
Winthrop & Weinstine, PA 225 SOUTH SIXTH STREET 3500 CAPELLA TOWER MINNEAPOLIS, MN 55402	Robert Weinstine Winthrop & Weinstine, PA 225 SOUTH SIXTH STREET 3500 CAPELLA TOWER MINNEAPOLIS, MN 55402 612-604-4629	Goods and or/Services		106,745.00
Inland American Office Management, LLC 2901 BUTTERFIELD ROAD OAK BROOK, IL 60523	Credit Manager Inland American Office Management, LLC 2901 BUTTERFIELD ROAD OAK BROOK, IL 60523 866-271-8700	Goods and or/Services		99,464.00
Northmarq Corporate Solutions LLC 3500 WEST AMERICAN BLVD SUITE 500 BLOOMINGTON, MN 55431	Credit Manager Northmarq Corporate Solutions LLC 3500 WEST AMERICAN BLVD SUITE 500 BLOOMINGTON, MN 55431 952-356-0100	Goods and or/Services		91,400.00

B4 (Official Form 4) (12/07) - Cont.  
In re Genmar Holdings, Inc.

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Deloitte Tax LLP 50 SOUTH SIXTH STREET SUITE 2800 MINNEAPOLIS, MN 55402	Credit Manager Deloitte Tax LLP 50 SOUTH SIXTH STREET SUITE 2800 MINNEAPOLIS, MN 55402 612-397-4000	Goods and or/Services		74,170.00
Weil Gotshal & Manges LLP 767 FIFTH AVENUE NEW YORK, NY 10153	Warren Buhle Weil Gotshal & Manges LLP 767 FIFTH AVENUE NEW YORK, NY 10153 212-310-8000	Goods and or/Services		69,430.00
PricewaterhouseCoopers LLP 225 SOUTH SIXTH STREET SUITE 1400 MINNEAPOLIS, MN 55402	Tom Drew PricewaterhouseCoopers LLP 225 SOUTH SIXTH STREET SUITE 1400 MINNEAPOLIS, MN 55402 612-596-6000	Goods and or/Services		63,592.00
Briggs & Morgan 80 SOUTH EIGHTH STREET 2200 IDS CENTER MINNEAPOLIS, MN 55402	Credit Manager Briggs & Morgan 80 SOUTH EIGHTH STREET 2200 IDS CENTER MINNEAPOLIS, MN 55402 612-977-8400	Goods and or/Services		49,720.00
Peters & May USA Inc 1656 CARMEN DRIVE ELK GROVE VLG, IL 60007	Credit Manager Peters & May USA Inc 1656 CARMEN DRIVE ELK GROVE VLG, IL 60007 847-437-2389	Goods and or/Services		43,363.00
McCarter & English, LLP 100 MULBERRY STREET NEWARK, NJ 07102	Edward Fanning McCarter & English, LLP 100 MULBERRY STREET NEWARK, NJ 07102 973-622-4444	Goods and or/Services		33,076.00
Lathrop & Gage, LC 2345 GRAND BLVE SUITE 2800 KANSAS CITY, MO 64108	Tim McNamara Lathrop & Gage, LC 2345 GRAND BLVE SUITE 2800 KANSAS CITY, MO 64108 816-292-2000	Goods and or/Services		24,792.00
Bowman and Brooke LLP 150 SOUTH FIFTH STREET SUITE 3000 MINNEAPOLIS, MN 55402	Credit Manager Bowman and Brooke LLP 150 SOUTH FIFTH STREET SUITE 3000 MINNEAPOLIS, MN 55402 612-339-8682	Goods and or/Services		23,480.00

B4 (Official Form 4) (12/07) - Cont.  
In re Genmar Holdings, Inc.

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
STATISTICAL SURVEYS, INC. 1693 SUTHERLAND DRIVE SE GRAND RAPIDS, MI 49508	Credit Manager STATISTICAL SURVEYS, INC. 1693 SUTHERLAND DRIVE SE GRAND RAPIDS, MI 49508 616-281-9898	Goods and or/Services		22,875.00
Hill Betts & Nash LLP 200 LIBERTY STREET 26TH FLOOR NEW YORK, NY 10281	Credit Manager Hill Betts & Nash LLP 200 LIBERTY STREET 26TH FLOOR NEW YORK, NY 10281 212-839-7000	Goods and or/Services		21,599.00
Google, Inc. PO BOX 39000 DEPT 33654 SAN FRANCISCO, CA 94139	Gladys Mercier Google, Inc. PO BOX 39000 DEPT 33654 SAN FRANCISCO, CA 94139 650-214-4715	Goods and or/Services		19,257.00
Godfrey & Kahn S.C. 780 NORTH WATER STREET MILWAUKEE, WI 53202	Dave Navarre Godfrey & Kahn S.C. 780 NORTH WATER STREET MILWAUKEE, WI 53202 414-273-3500	Goods and or/Services		19,063.00
Ultimate Software Group, Inc 2000 Ultimate Way 2000 Ultimate Way Weston, FL 33326	Credit Manager Ultimate Software Group, Inc 2000 Ultimate Way 2000 Ultimate Way Weston, FL 33326 (954) 331-7087	Goods and or/Services		18,110.00
TRANZACT TECHNOLOGIES, INC. 360 West Butterfield Rd Suite 400 Elmhurst, IL 60126	Credit Manager TRANZACT TECHNOLOGIES, INC. 360 West Butterfield Rd Suite 400 Elmhurst, IL 60126 (630) 530-6707	Goods and or/Services		17,726.00

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President and COO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date June 1, 2009

Signature /s/ Roger R. Cloutier, II  
Roger R. Cloutier, II  
President and COO

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court  
District of Minnesota**

In re Genmar Holdings, Inc.

Debtors

Case Nos.

Chapter 11

**STATEMENT OF COMPENSATION BY ATTORNEY FOR DEBTOR(S)**

The undersigned, pursuant to Local Rule 1007-1, Bankruptcy Rule 2016(b) and § 329(a) of the Bankruptcy Code, states that:

1. The undersigned is the attorney for the debtors in this case and files this statement as required by applicable rules.
2. (a) The filing fee paid by the undersigned to the clerk for the debtors in this case is: \$1,039.00  
(b) The compensation paid or agreed to be paid by the debtors to the undersigned is: hourly rate as allowed by the Court  
(c) Prior to filing this statement, the debtors paid to the undersigned: See Application to Employ  
(d) The unpaid balance due and payable by the debtors to the undersigned is: See 2(b)
3. The services rendered or to be rendered include the following:
  - (a) analysis of the financial situation and rendering advice and assistance to the debtor in determining whether to file a petition under Title 11 of the United States Code;
  - (b) preparation and filing of the petition, exhibits, attachments, schedules, statements and lists and other documents required by the court;
  - (c) representation of the debtors at the meeting of creditors;
  - (d) negotiations with creditors; and representation in Chapter 11.
4. The source of all payments by the debtors to the undersigned was or will be from earnings or other current compensation of the debtors, and the undersigned has not received and will not receive any transfer of property other than such payments by the debtors, except as follows:
5. The undersigned has not shared or agreed to share with any other person other than with members of undersigned's law firm any compensation paid or to be paid.

Dated: June 1, 2009

Signed: /s/ James L. Baillie  
James L. Baillie (#3980)  
Clinton E. Cutler (#158094)  
Ryan T. Murphy (#311972)  
Douglas W. Kassebaum (#0386802)  
200 South Sixth Street, Suite 4000  
Minneapolis, MN 55402  
Phone (612) 492-7000  
Fax (612) 492-7077  
ATTORNEYS FOR DEBTORS

**United States Bankruptcy Court  
District of Minnesota**

In re Genmar Holdings, Inc.,  
Debtor  
Case No. \_\_\_\_\_  
Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
More than 100 - see Local Rule 1007-2(b)			

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the President and COO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date June 1, 2009

Signature /s/ Roger R. Cloutier, II  
Roger R. Cloutier, II  
President and COO

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C §§ 152 and 3571.

0 continuation sheets attached to List of Equity Security Holders

**United States Bankruptcy Court  
District of Minnesota**

In re Genmar Holdings, Inc.

Debtor(s)

Case No.  
Chapter

11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Genmar Holdings, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [Check if applicable]

June 1, 2009

Date

/s/ James L. Baillie

James L. Baillie 3980

Signature of Attorney or Litigant  
Counsel for Genmar Holdings, Inc.

Fredrikson & Byron, P.A.

200 South Sixth St  
Suite 4000  
Minneapolis, MN 55402  
612.492.7000 Fax:612.492.7077

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

In re:

Genmar Holdings, Inc., Debtor.	Case No. BKY 09- Chapter 11 Case
Carver Industries, LLC, Debtor.	Case No. BKY 09- Chapter 11 Case
Carver Italia, LLC, Debtor.	Case No. BKY 09- Chapter 11 Case
Carver Yachts International, LLC, Debtor.	Case No. BKY 09- Chapter 11 Case
Genmar Florida, Inc., Debtor.	Case No. BKY 09- Chapter 11 Case
Genmar Industries, Inc., Debtor.	Case No. BKY 09- Chapter 11 Case
Genmar IP, LLC, Debtor.	Case No. BKY 09- Chapter 11 Case
Genmar Mfg. of Kansas, Inc., Debtor.	Case No. BKY 09- Chapter 11 Case
Genmar Michigan, LLC, Debtor.	Case No. BKY 09- Chapter 11 Case
Genmar Minnesota, Inc., Debtor.	Case No. BKY 09- Chapter 11 Case
Genmar Tennessee, Inc., Debtor.	Case No. BKY 09- Chapter 11 Case
Genmar Transportation, Inc., Debtor.	Case No. BKY 09- Chapter 11 Case
Genmar Yacht Group, LLC, Debtor.	Case No. BKY 09- Chapter 11 Case
Marine Media, LLC, Debtor.	Case No. BKY 09- Chapter 11 Case
Minstar, LLC, Debtor.	Case No. BKY 09- Chapter 11 Case
Triumph Boats, Inc., Debtor.	Case No. BKY 09- Chapter 11 Case

Triumph Boat Rentals, LLC, Debtor.	Case No. BKY 09- Chapter 11 Case
VEC Leasing Services, LLC, Debtor.	Case No. BKY 09- Chapter 11 Case
VEC Management Co. LLC, Debtor.	Case No. BKY 09- Chapter 11 Case
VEC Technology, Inc., Debtor.	Case No. BKY 09- Chapter 11 Case
Windsor Craft Yachts, LLC, Debtor.	Case No. BKY 09- Chapter 11 Case
Wood Manufacturing Company, Inc., Debtor.	Case No. BKY 09- Chapter 11 Case

### **DECLARATION OF RELATEDNESS OF CHAPTER 11 CASES**

1. I am the Senior Vice President and CFO of Genmar Holdings, Inc. and an executive officer or authorized representative of each of the other debtors. I submitted this declaration to comply with paragraph 3 of the Chapter 11 Instructions for the United States Bankruptcy Court for the District of Minnesota.

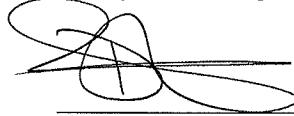
2. On June 1, 2009, Genmar Holdings, Inc. and each of the other debtors listed above each filed petitions under Chapter 11 of Title 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Minnesota.

3. Genmar Holdings, Inc. and each of the other debtors are related entities. Genmar Holdings, Inc. is the parent company. Each of the other debtors is a subsidiary of Genmar Holdings, Inc. or of other subsidiaries of Genmar Holdings, Inc. All of the Debtors are borrowers from Wells Fargo Bank, N.A. and other lenders under a certain Amended and Restated Credit and Security Agreement dated November 1, 2007, as amended.

4. Debtors intend to file an expedited Motion for joint administration of their Chapter 11 cases.

5. I declare under penalty of perjury that the information contained in this declaration is true and correct according to the best of my knowledge, information, and belief.

Dated: June 1, 2009



\_\_\_\_\_  
David J. Huls

4565322\_1.doc/042343.1000

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

In re:

Genmar Holdings, Inc.  
Debtor(s).

**SIGNATURE DECLARATION**

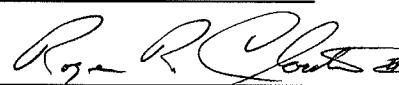
Case No. \_\_\_\_\_

PETITION, SCHEDULES & STATEMENTS  
 CHAPTER 13 PLAN  
 SCHEDULES AND STATEMENTS ACCOMPANYING VERIFIED CONVERSION  
 AMENDMENT TO PETITION, SCHEDULES & STATEMENTS  
 MODIFIED CHAPTER 13 PLAN  
 OTHER (Please describe: Petition, 20 Largest Unsecured Claims, Proof of Authority to Sign and File Petition, Signature Declaration)

I [We], the undersigned debtor(s) or authorized representative of the debtor, *make the following declarations under penalty of perjury*:

- The information I have given my attorney and provided in the electronically filed petition, statements, schedules, amendments, and/or chapter 13 plan, as indicated above, is true and correct;
- The information provided in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case is true and correct;
- [individual debtors only] If no Social Security Number is included in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case, it is because I do not have a Social Security Number;
- I consent to my attorney electronically filing with the United States Bankruptcy Court my petition, statements and schedules, amendments, and/or chapter 13 plan, as indicated above, together with a scanned image of this Signature Declaration and the completed "Debtor Information Pages," if applicable; and
- [corporate and partnership debtors only] I have been authorized to file this petition on behalf of the debtor.

Date: June 1, 2009

**X** 

Signature of Debtor or Authorized Representative

Roger R. Cloutier, II

Printed Name of Debtor or Authorized Representative

**X**

Signature of Joint Debtor

Printed Name of Joint Debtor

Form ERS 1 (Rev. 10/03)